

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

CANDY M. SOUSA, On Behalf of Herself and All Others Similarly Situated,)	
)	Civil Case 3:04 cv 30022 MAP
Plaintiff,)	
)	
v.)	
)	
WAVE SYSTEMS CORPORATION, JOHN E. BAGALAY, JR., STEVEN K. SPRAGUE and GERALD T. FEENEY,)	
)	
Defendants.)	
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YOSEF STREICHER, on Behalf of Himself and All Others Similarly Situated,)	
)	Civil Case 3:04 cv 30026 MAP
Plaintiff,)	
)	
v.)	
)	
WAVE SYSTEMS CORPORATION, JOHN E. BAGALAY, JR., STEVEN K. SPRAGUE and GERALD T. FEENEY,)	
)	
Defendants.)	

Additional Captions to Follow

**DECLARATION OF DAVID PASTOR IN SUPPORT OF THE MOTION OF
BARRY B. STODDARD AND VICTOR RAPP FOR CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFFS, AND FOR APPROVAL
OF SELECTION OF LEAD AND LIAISON COUNSEL**

RAFAT DAWOD,)
Plaintiff,) Civil Case 3:04 cv 30029 MAP
v.)
WAVE SYSTEMS CORPORATION, STEVEN)
SPRAGUE and GERALD T. FEENEY,)
Defendants.)

ALVIN CHESS, Individually and on Behalf of All)
Others Similarly Situated,) Civil Case 3:04 cv 30037 MAP
Plaintiff,)
v.)
WAVE SYSTEMS CORPORATION, STEVEN K.)
SPRAGUE and GERARD T. FEENEY,)
Defendants.)

MICHAEL VICKER, On Behalf of Himself and All)
Others Similarly Situated,) Civil Case 3:04 cv 30040 MAP
Plaintiff,)
v.)
WAVE SYSTEMS CORPORATION, JOHN E.)
BAGALAY, JR., STEVEN K. SPRAGUE and)
GERARD T. FEENEY,)
Defendants.)

H. MARTIN BOHMAN, on Behalf of All Others)
Similarly Situated,) Civil Case 3:04 cv 30041 MAP
)
 Plaintiff,)
)
)
 v.)
)
WAVE SYSTEMS CORPORATION, STEVEN)
SPRAGUE and GERALD T. FEENEY,)
)
 Defendants.)

JIMMY SUO, on Behalf of himself and all others)
similarly situated,) Civil Case 3:04 cv 30042 MAP
)
)
 Plaintiff,)
)
)
 v.)
)
WAVE SYSTEMS CORPORATION, STEVEN)
SPRAGUE and GERARD T. FEENEY,)
)
 Defendants.)

JACK SCHULMAN, Individually and On Behalf of All)
Others Similarly Situated,) Civil Case 3:04 cv 30043 MAP
)
)
 Plaintiff,)
)
)
 v.)
)
WAVE SYSTEMS CORPORATION, STEVEN)
SPRAGUE and GERARD T. FEENEY,)
)
 Defendants.)

David Pastor, declares, under penalty of perjury:

1. I am a member of Gilman and Pastor, LLP, one of plaintiff's counsel in the action entitled Rafat Dawod v. Wave Systems Corporation, et al., 3:04cv30029 (MAP) (the "Dawod Action"). I submit this Declaration in support of the motion of Barry B. Stoddard ("Stoddard") and Victor Rapp ("Rapp") for consolidation, appointment as Lead Plaintiffs and for approval of selection of Lead and Liaison Counsel.

2. Attached hereto as Exhibit A is a true and accurate copy of the notice published by plaintiff in a related action pending in the District of New Jersey, the action captioned Marcello Trebitsch v. Wave Systems Corporation, et al., 2:04cv00266 (JCL) (the "Trebisch Action"), in the January 31, 2004 edition of Barron's, a national, business-oriented magazine, which was disseminated to the public on February 2, 2004.

3. Attached hereto as Exhibit B is a true and accurate copy of a loss chart presenting the transactions in the subject securities and summarizing the estimated collective losses of Stoddard and Rapp at \$41,870.80, in connection with their purchases of Wave Systems' shares.

4. Attached hereto as Exhibit C are the certifications of Stoddard and Rapp.

5. Attached hereto as Exhibit D is a true copy of the firm resume of Cauley Geller Bowman & Rudman LLP.

6. Attached hereto as Exhibit E is a true copy of the firm resume of Gilman and Pastor, LLP.

Dated: April 2, 2004

/s/David Pastor

David Pastor